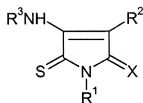


**Amendments to the Claims:**

This listing of claims will replace all prior versions and listing of claims in the application.

**Listing of the Claims:**

Claim 1 (currently amended): A compound of Formula I



Formula I

wherein:

R<sup>1</sup> is selected from -CH<sub>2</sub>-phenyl; (1-3C)alkoxy; a (1-4C)alkyl group which is optionally substituted by one or more fluoro; and -CH<sub>2</sub>-pyridyl wherein the pyridyl is optionally substituted by (1-4C)alkyl or a group of formula NR<sup>a</sup>R<sup>b</sup> in which R<sup>a</sup> and R<sup>b</sup> independently represent H or (1-4C)alkyl; phenyl(1-4C)alkyl wherein the phenyl is optionally substituted by (1-4C)alkoxy; carbonyl or a group of formula NR<sup>a</sup>R<sup>b</sup> in which R<sup>a</sup> and R<sup>b</sup> independently represent H or (1-4C)alkyl; heteroaryl(1-4C)alkyl wherein the heteroaryl is optionally substituted by (1-4C)alkyl or a group of formula NR<sup>a</sup>R<sup>b</sup> in which R<sup>a</sup> and R<sup>b</sup> independently represent H or (1-4C)alkyl; or a (1-6C)alkyl group which is optionally substituted by one or more of the following: fluoro, (1-4C)alkoxy; carbonyl, (1-3C)alkylthio or (1-3C)alkoxy optionally substituted by one or more fluoro;

R<sup>2</sup> is phenyl;

R<sup>3</sup> is selected from phenyl, indolyl or benzofuranyl each optionally substituted by one or more of the following: (1-3C)alkenyl, (1-4C)alkoxy optionally substituted by one or more fluoro; (1-3C)alkylthio; or a group of formula NR<sup>a</sup>R<sup>b</sup> in which R<sup>a</sup> and R<sup>b</sup> independently represent H, (1-

3C)alkyl or (1-3C)alkanoyl or R<sup>a</sup> and R<sup>b</sup> together with the nitrogen atom to which they are attached represent morpholino; and

X is O or S;

or a pharmaceutically acceptable salt or solvate thereof, or a solvate of such a salt.

Claim 2 (currently amended): The A compound according to claim 1 wherein X is O.

Claim 3 (withdrawn): A compound according to claim 1 wherein X is S.

Claim 4 (currently amended): The A compound according to claim 1 in which R<sup>1</sup> is selected from methyl, ethyl, propyl, butyl, 2-methoxyethyl, 2,2,2-trifluoroethyl, benzyl, 4-pyridylmethyl, 3-pyridylmethyl and ~~or~~ 6-amino-3-pyridylmethyl.

Claim 5 (currently amended): The A compound according to claim 1 in which R<sup>3</sup> is 4-methoxyphenyl, 4-difluoromethoxyphenyl or 4-morpholinophenyl.

Claim 6 (currently amended): The A compound according to claim 1 wherein

R<sup>1</sup> is selected from methyl, ethyl, 2,2,2-trifluoroethyl, benzyl, 3-pyridylmethyl and ~~or~~ 6-amino-3-pyridylmethyl;

R<sup>2</sup> is phenyl;

R<sup>3</sup> is selected from 4-methoxyphenyl, 4-difluoromethoxyphenyl and ~~or~~ 4-morpholinophenyl; and  
X is O or S.

Claim 7 (currently amended): The A compound according to claim 1 wherein

R<sup>1</sup> is selected from ethyl, 2,2,2-trifluoroethyl, benzyl, 3-pyridylmethyl and ~~or~~ 6-amino-3-pyridylmethyl;

$R^2$  is phenyl;

$R^3$  is selected from 4-methoxyphenyl, 4-difluoromethoxyphenyl and ~~or~~ 4-morpholinophenyl; and  
X is O or S.

Claim 8 (withdrawn): A compound according to claim 1  
wherein

$R^1$  is selected from methyl, ethyl, 2,2,2-trifluoroethyl, 2-pyridylmethyl, 3-pyridylmethyl or 4-pyridylmethyl;

$R^2$  is phenyl;

$R^3$  is selected from 4-methoxyphenyl;

X is O or S.

Claim 9 (withdrawn): A compound according to claim 1  
wherein

$R^1$  is selected from 2-methoxyethyl or 6-amino-3-pyridylmethyl;

$R^2$  is phenyl;

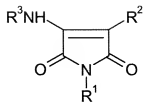
$R^3$  is selected from 4-methoxyphenyl or 4-difluoromethoxyphenyl;

X is O or S.

Claim 10 (previously presented): A compound selected from the following:  
1-(2-Methoxyethyl)-4-[(4-methoxyphenyl)amino]-3-phenyl-5-thioxo-1,5-dihydro-2H-pyrrol-2-one;  
1-(2-Methoxyethyl)-3-[(4-methoxyphenyl)amino]-4-phenyl-1H-pyrrole-2,5-dithione;  
4-[(4-Methoxyphenyl)amino]-3-phenyl-1-(pyridin-3-ylmethyl)-5-thioxo-1,5-dihydro-2H-pyrrol-2-one;  
3-[(4-Methoxyphenyl)amino]-4-phenyl-1-(pyridin-3-ylmethyl)-1H-pyrrole-2,5-dithione;  
4-[(4-Methoxyphenyl)amino]-3-phenyl-1-(pyridin-4-ylmethyl)-5-thioxo-1,5-dihydro-2H-pyrrol-2-one;

3-[(4-Methoxyphenyl)amino]-4-phenyl-1-(pyridin-4-ylmethyl)-1H-pyrrole-2,5-dithione;  
1-Butyl-4-[(4-methoxyphenyl)amino]-3-phenyl-5-thioxo-1,5-dihydro-2H-pyrrol-2-one;  
1-Butyl-3-[(4-methoxyphenyl)amino]-4-phenyl-1H-pyrrole-2,5-dithione;  
4-[(4-Methoxyphenyl)amino]-3-phenyl-5-thioxo-1-(2,2,2-trifluoroethyl)-1,5-dihydro-2H-pyrrol-2-one;  
3-[(4-Methoxyphenyl)amino]-4-phenyl-1-(2,2,2-trifluoroethyl)-1H-pyrrole-2,5-dithione;  
1-Benzyl-4-[(4-methoxyphenyl)amino]-3-phenyl-5-thioxo-1,5-dihydro-2H-pyrrol-2-one;  
1-Benzyl-3-[(4-methoxyphenyl)amino]-4-phenyl-1H-pyrrole-2,5-dithione;  
4-[(4-Methoxyphenyl)amino]-1-methyl-3-phenyl-5-thioxo-1,5-dihydro-2H-pyrrol-2-one;  
3-[(4-Methoxyphenyl)amino]-1-methyl-4-phenyl-1H-pyrrole-2,5-dithione;  
1-Ethyl-4-[(4-methoxyphenyl)amino]-3-phenyl-5-thioxo-1,5-dihydro-2H-pyrrol-2-one;  
1-Ethyl-3-[(4-methoxyphenyl)amino]-4-phenyl-1H-pyrrole-2,5-dithione;  
1-[(6-Aminopyridin-3-yl)methyl]-4-[[4-(difluoromethoxy)phenyl]amino]-3-phenyl-5-thioxo-1,5-dihydro-2H-pyrrol-2-one;  
1-[(6-Aminopyridin-3-yl)methyl]-3-[[4-(difluoromethoxy)phenyl]amino]-4-phenyl-1H-pyrrole-2,5-dithione;  
1-[(6-Aminopyridin-3-yl)methyl]-4-[(4-morpholin-4-ylphenyl)amino]-3-phenyl-5-thioxo-1,5-dihydro-2H-pyrrol-2-one;  
1-[(6-Aminopyridin-3-yl)methyl]-3-[(4-morpholin-4-ylphenyl)amino]-4-phenyl-1H-pyrrole-2,5-dithione;  
or a pharmaceutically acceptable salt or solvate thereof, or a solvate of such a salt.

Claim 11 (withdrawn): A process for the preparation of a compound according to claims 1 comprising the step of reacting a compound of formula II,



wherein  $R^1$ ,  $R^2$  and  $R^3$  are as defined in claim 1, with a sulphurating agent, optionally in the presence of an inert organic liquid for example an aromatic hydrocarbon, at a temperature in the range of 0°C to 200°C.

Claim 12 (cancelled).

Claim 13 (withdrawn): A method of providing therapy comprising administering a compound according to claim 1.

Claim 14 (withdrawn): A method of modulating the nuclear hormone receptors LXR  $\alpha$  and/or  $\beta$  comprising administering a compound according to claim 1.

Claims 15-27 (cancelled).

Claim 28 (withdrawn): A method of treating and/or preventing lipid disorders (dyslipidemia) whether or not associated with insulin resistance comprising the administration of a compound according to claim 1 to a mammal in need thereof.

Claim 29 (withdrawn): A method for treatment and/or prophylaxis of cardiovascular disease comprising administering to a mammal in need of such a treatment an effective amount of a compound as defined in claim 1.

Claim 30 (withdrawn): A method of treating and/or preventing atherosclerosis comprising the administration of an effective amount of a compound of formula I according to claim 1 to a mammal in need thereof.

Claim 31 (withdrawn): A method for treatment and/or prophylaxis of hypercholesterolemia comprising administering to a mammal in need of such a treatment an effective amount of a compound as defined in claim 1.

Claim 32 (withdrawn): A method for treatment and/or prophylaxis of conditions associated with a need for improving reverse cholesterol transport comprising administering to a mammal in need of such a treatment an effective amount of a compound as defined in claim 1.

Claim 33 (withdrawn): A method for treatment and/or prophylaxis of conditions associated with a need for decreasing intestinal cholesterol absorption comprising administering to a mammal in need of such a treatment an effective amount of a compound as defined in claim 1.

Claim 34 (withdrawn): A method for treatment and/or prophylaxis of conditions associated with a need for increasing HDL-cholesterol levels comprising administering to a mammal in need of such a treatment an effective amount of a compound as defined in claim 1.

Claim 35 (withdrawn): A method for treatment and/or prophylaxis of conditions associated with a need for decreasing LDL-cholesterol levels comprising administering to a mammal in need of such a treatment an effective amount of a compound as defined in claim 1.

Claim 36 (withdrawn): A method for treatment and/or prophylaxis of inflammatory conditions comprising administering to a mammal in need of such a treatment an effective amount of a compound as defined in claim 1.

Claim 37 (withdrawn): A method for treatment and/or prophylaxis of Alzheimer's disease comprising administering to a mammal in need of such a treatment an effective amount of a compound as defined in claim 1.

Claim 38 (withdrawn): A method for treatment and/or prophylaxis of arteriosclerosis comprising administering to a mammal in need of such a treatment an effective amount of a compound as defined in claim 1.

Claim 39 (withdrawn): A method for treatment and/or prophylaxis of type 2 diabetes comprising administering to a mammal in need of such a treatment an effective amount of a compound as defined in claim 1.

Claim 40 (withdrawn): A method for treatment and/or prophylaxis of conditions associated with a need for improving HDL function comprising administering to a mammal in need of such a treatment an effective amount of a compound as defined in claim 1.

Claims 41-42 (cancelled).